

Exhibit D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (BRL)

SIPA LIQUIDATION

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

**AFFIDAVIT PURSUANT TO LOCAL BANKRUPTCY RULE 7007-1 IN SUPPORT OF
TRUSTEE'S MOTION FOR A PROTECTIVE ORDER**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Marc Hirschfield, being duly sworn, hereby attests as follows:

1. I am an attorney at law admitted to the Bar of this Court and I am a partner at Baker & Hostetler LLP, counsel to Irving H. Picard, Esq. (the "Trustee"), as trustee for the liquidation of the business of Bernard L. Madoff Investment Securities LLC (the "Debtor").

2. I submit this Affidavit pursuant to Local Bankruptcy Rule 7007-1 in support of the Trustee's Motion for a Protective Order Denying Discovery Sought By Lawrence R. Velvel (the "Motion").

3. I make this Affidavit based upon my own personal knowledge or upon

information that I believe to be true.

4. All capitalized terms not defined herein have the meaning ascribed to them in the Motion.

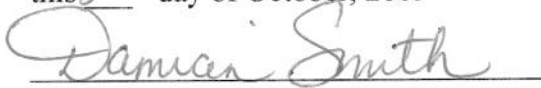
5. By the Motion, the Trustee requests entry of a protective order denying the discovery sought in the Documents Requests pursuant to Rule 7026(c) of the Federal Rules of Bankruptcy Procedure.

6. In accordance with Local Rule 7007-1(a), my colleagues and I conferred with Dean Lawrence Velvel on or about October 16, 2009, in a good faith effort to resolve by agreement the issues raised by the Motion without the intervention of the Court. We were unable to reach an agreement and, as such, the undersigned represents that the issue presented herein cannot be resolved without the Court's assistance.



MARC HIRSCHFIELD

Subscribed and Sworn to before me
this 30th day of October, 2009



Notary Public

DAMIAN SMITH
Notary Public, State of New York
No. 01SM6169097
Qualified in New York County
Commission Expires June 18, 2011